

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In Re. Voyager Digital Holdings, Inc.

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§

Case No. 22-10943

Debtor(s)

Lead Case No. 22-10943

☒ Jointly Administered

Monthly Operating Report

Chapter 11

Reporting Period Ended: 05/19/2023

Petition Date: 07/05/2022

Months Pending: 11

Industry Classification:

5	2	3	9
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Reporting Method:

Accrual Basis ☒

Cash Basis ☐

Debtor's Full-Time Employees (current):

72

Debtor's Full-Time Employees (as of date of order for relief):

227

Supporting Documentation (check all that are attached):

(For jointly administered debtors, any required schedules must be provided on a non-consolidated basis for each debtor)

- ☒ Statement of cash receipts and disbursements
- ☒ Balance sheet containing the summary and detail of the assets, liabilities and equity (net worth) or deficit
- ☒ Statement of operations (profit or loss statement)
- ☐ Accounts receivable aging
- ☐ Postpetition liabilities aging
- ☐ Statement of capital assets
- ☐ Schedule of payments to professionals
- ☒ Schedule of payments to insiders
- ☒ All bank statements and bank reconciliations for the reporting period
- ☐ Description of the assets sold or transferred and the terms of the sale or transfer

/s/ Paul R. Hage

Signature of Responsible Party

06/21/2023

Date

Paul R. Hage

Printed Name of Responsible Party

27777 Franklin, Suite 2500, Southfield, MI 48034
Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name Voyager Digital Holdings, Inc.

Case No. 22-10943

Part 1: Cash Receipts and Disbursements	Current Month	Cumulative
a. Cash balance beginning of month	\$1,091,067	
b. Total receipts (net of transfers between accounts)	\$7,051,358	\$63,341,675
c. Total disbursements (net of transfers between accounts)	\$7,046,510	\$63,975,113
d. Cash balance end of month (a+b-c)	\$1,095,915	
e. Disbursements made by third party for the benefit of the estate	\$0	\$0
f. Total disbursements for quarterly fee calculation (c+e)	\$7,046,510	\$63,975,113

Part 2: Asset and Liability Status (Not generally applicable to Individual Debtors. See Instructions.)	Current Month
a. Accounts receivable (total net of allowance)	\$0
b. Accounts receivable over 90 days outstanding (net of allowance)	\$0
c. Inventory (Book <input type="radio"/> Market <input type="radio"/> Other <input checked="" type="radio"/> (attach explanation))	\$0
d. Total current assets	\$1,972,960
e. Total assets	\$105,104,289
f. Postpetition payables (excluding taxes)	\$26,079,164
g. Postpetition payables past due (excluding taxes)	\$0
h. Postpetition taxes payable	\$0
i. Postpetition taxes past due	\$0
j. Total postpetition debt (f+h)	\$26,079,164
k. Prepetition secured debt	\$0
l. Prepetition priority debt	\$0
m. Prepetition unsecured debt	\$77,523,369
n. Total liabilities (debt) (j+k+l+m)	\$103,602,533
o. Ending equity/net worth (e-n)	\$1,501,756

Part 3: Assets Sold or Transferred	Current Month	Cumulative
a. Total cash sales price for assets sold/transferred outside the ordinary course of business	\$0	\$0
b. Total payments to third parties incident to assets being sold/transferred outside the ordinary course of business	\$0	\$0
c. Net cash proceeds from assets sold/transferred outside the ordinary course of business (a-b)	\$0	\$0

Part 4: Income Statement (Statement of Operations) (Not generally applicable to Individual Debtors. See Instructions.)	Current Month	Cumulative
a. Gross income/sales (net of returns and allowances)	\$0	
b. Cost of goods sold (inclusive of depreciation, if applicable)	\$0	
c. Gross profit (a-b)	\$0	
d. Selling expenses	\$0	
e. General and administrative expenses	\$1,226,214	
f. Other expenses	\$0	
g. Depreciation and/or amortization (not included in 4b)	\$0	
h. Interest	\$-497,892	
i. Taxes (local, state, and federal)	\$0	
j. Reorganization items	\$13,117,890	
k. Profit (loss)	\$-13,846,212	\$-52,780,855

Debtor's Name Voyager Digital Holdings, Inc.

Case No. 22-10943

Part 5: Professional Fees and Expenses

a.			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative
	Debtor's professional fees & expenses (bankruptcy) <i>Aggregate Total</i>		\$0	\$0	\$5,360,755	\$40,354,698
	<i>Itemized Breakdown by Firm</i>					
	Firm Name	Role				
i	Stretto, Inc.	Other	\$0	\$0	\$596,164	\$6,089,926
ii	FTI Consulting	Financial Professional	\$0	\$0	\$180,078	\$4,687,901
iii	Moelis & Company LLC	Financial Professional	\$0	\$0	\$163,687	\$1,052,017
iv	McDermott Will & Emery LLP	Co-Counsel	\$0	\$0	\$3,526,830	\$8,806,874
v	US Trustee	Other	\$0	\$0	\$163,168	\$393,886
vi	Deloitte Tax LLP	Financial Professional	\$0	\$0	\$86,074	\$1,077,853
vii	Berkeley Research Group	Financial Professional	\$0	\$0	\$0	\$3,816,412
viii	Kirkland & Ellis LLP	Lead Counsel	\$0	\$0	\$0	\$12,608,752
ix	Epiq Corporate Restructuring, L	Other	\$0	\$0	\$0	\$144,921
x	Quinn Emanuel Urquhart & Sul	Special Counsel	\$0	\$0	\$202,688	\$680,066
xi	ArentFox Schiff LLP	Special Counsel	\$0	\$0	\$62,830	\$246,456
xii	Katten Muchin Rosenman LLP	Special Counsel	\$0	\$0	\$343,010	\$662,041
xiii	Grant Thornton	Financial Professional	\$0	\$0	\$0	\$44,788
xiv	Harney Westwood & Riegels L	Local Counsel	\$0	\$0	\$0	\$6,578
xv	Potter Anderson	Special Counsel	\$0	\$0	\$36,226	\$36,226
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Debtor's Name Voyager Digital Holdings, Inc.

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b.			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative
	Debtor's professional fees & expenses (nonbankruptcy) <i>Aggregate Total</i>		\$0	\$0	\$10,602	\$161,988
	<i>Itemized Breakdown by Firm</i>					
	Firm Name	Role				
i	Conyers Dill & Pearman	Other	\$0	\$0	\$0	\$31,874
ii	Troutman Pepper Hamilton	Other	\$0	\$0	\$600	\$800
iii	Lowenstein Sandler LLP	Other	\$0	\$0	\$0	\$59,656
iv	Day Pitney LLP	Other	\$0	\$0	\$10,002	\$69,658
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Debtor's Name Voyager Digital Holdings, Inc.

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Debtor's Name Voyager Digital Holdings, Inc.

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c.	All professional fees and expenses (debtor & committees)			\$0	\$0	\$5,371,357	\$40,502,451

Part 6: Postpetition Taxes

	Current Month	Cumulative
a. Postpetition income taxes accrued (local, state, and federal)	\$0	\$0
b. Postpetition income taxes paid (local, state, and federal)	\$0	\$0
c. Postpetition employer payroll taxes accrued	\$51,932	\$1,238,652
d. Postpetition employer payroll taxes paid	\$38,570	\$1,227,252
e. Postpetition property taxes paid	\$0	\$0
f. Postpetition other taxes accrued (local, state, and federal)	\$0	\$379
g. Postpetition other taxes paid (local, state, and federal)	\$0	\$379

Part 7: Questionnaire - During this reporting period:

- a. Were any payments made on prepetition debt? (if yes, see Instructions) Yes ☐ No ☒
- b. Were any payments made outside the ordinary course of business without court approval? (if yes, see Instructions) Yes ☐ No ☒
- c. Were any payments made to or on behalf of insiders? Yes ☒ No ☐
- d. Are you current on postpetition tax return filings? Yes ☒ No ☐
- e. Are you current on postpetition estimated tax payments? Yes ☒ No ☐
- f. Were all trust fund taxes remitted on a current basis? Yes ☒ No ☐
- g. Was there any postpetition borrowing, other than trade credit? (if yes, see Instructions) Yes ☐ No ☒
- h. Were all payments made to or on behalf of professionals approved by the court? Yes ☒ No ☐ N/A ☐
- i. Do you have:
- Worker's compensation insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- Casualty/property insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- General liability insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- j. Has a plan of reorganization been filed with the court? Yes ☒ No ☐
- k. Has a disclosure statement been filed with the court? Yes ☒ No ☐
- l. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

Debtor's Name Voyager Digital Holdings, Inc.

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Part 8: Individual Chapter 11 Debtors (Only)

- | | | |
|--|-------|-----|
| a. Gross income (receipts) from salary and wages | _____ | \$0 |
| b. Gross income (receipts) from self-employment | _____ | \$0 |
| c. Gross income from all other sources | _____ | \$0 |
| d. Total income in the reporting period (a+b+c) | _____ | \$0 |
| e. Payroll deductions | _____ | \$0 |
| f. Self-employment related expenses | _____ | \$0 |
| g. Living expenses | _____ | \$0 |
| h. All other expenses | _____ | \$0 |
| i. Total expenses in the reporting period (e+f+g+h) | _____ | \$0 |
| j. Difference between total income and total expenses (d-i) | _____ | \$0 |
| k. List the total amount of all postpetition debts that are past due | _____ | \$0 |
- l. Are you required to pay any Domestic Support Obligations as defined by 11 U.S.C § 101(14A)? Yes ☐ No ☒
- m. If yes, have you made all Domestic Support Obligation payments? Yes ☐ No ☐ N/A ☒

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information, and provision of this information is mandatory under 11 U.S.C. §§ 704, 1106, and 1107. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6). The United States Trustee will also use this information to evaluate a chapter 11 debtor's progress through the bankruptcy system, including the likelihood of a plan of reorganization being confirmed and whether the case is being prosecuted in good faith. This information may be disclosed to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Monthly Operating Report and its supporting documentation are true and correct and that I have been authorized to sign this report on behalf of the estate.

/s/ Paul R. Hage

Signature of Responsible Party

Plan Administrator, c/o Taft Stettinius & Hollister, LLP

Title

Paul R. Hage

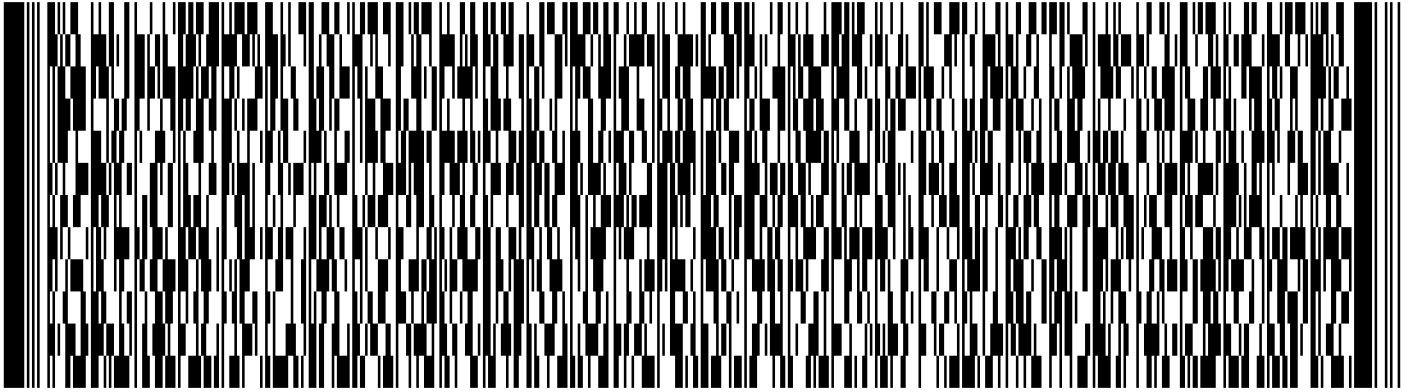
Printed Name of Responsible Party

06/21/2023

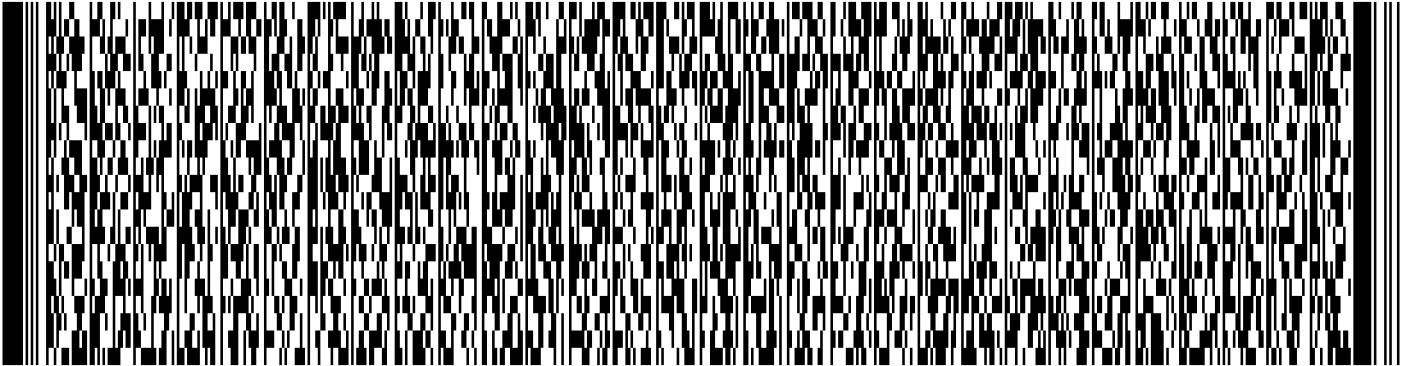
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Debtor's Name Voyager Digital Holdings, Inc.

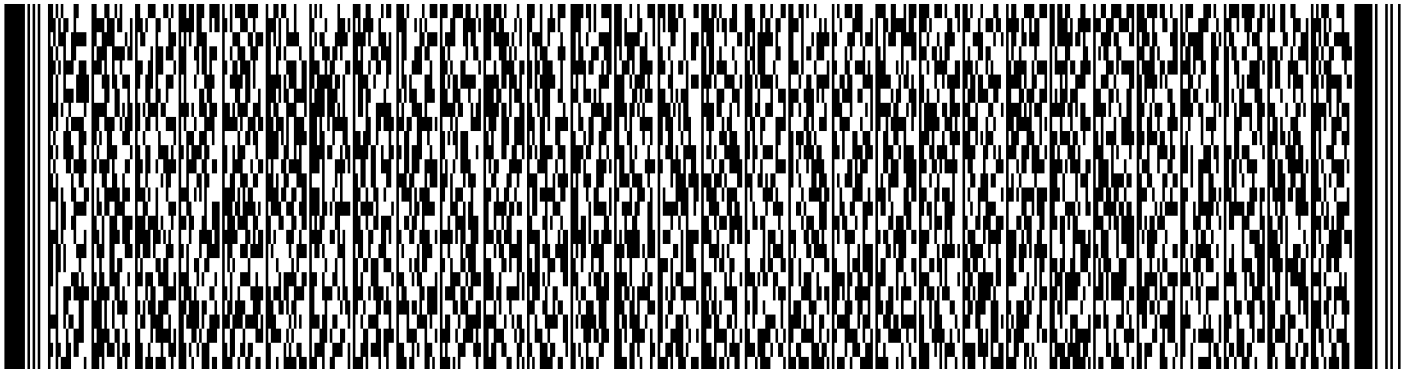
Case No. 22-10943



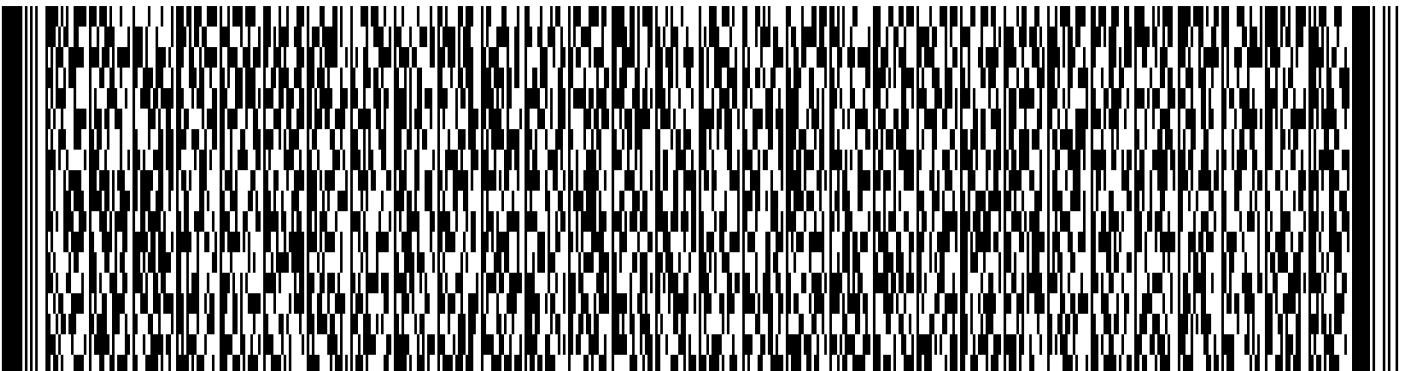
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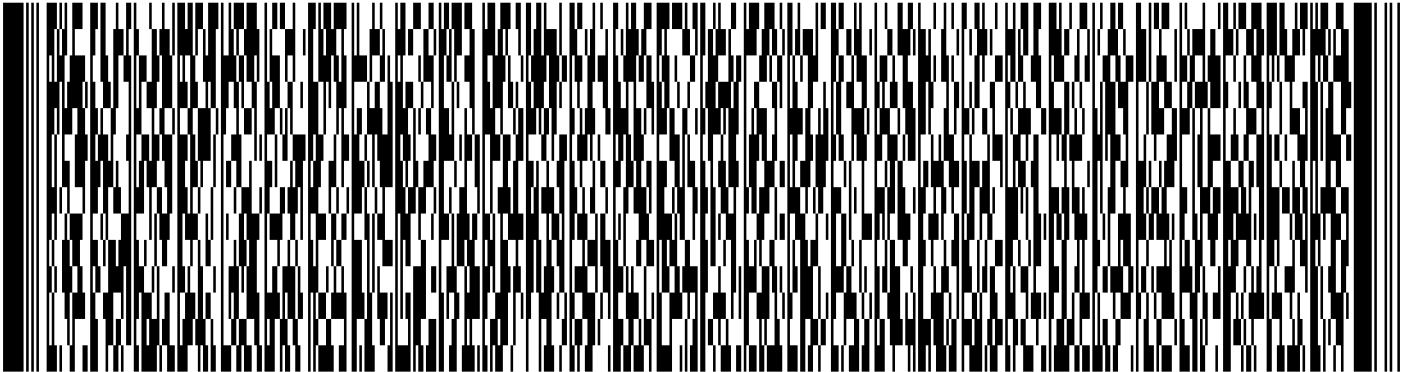


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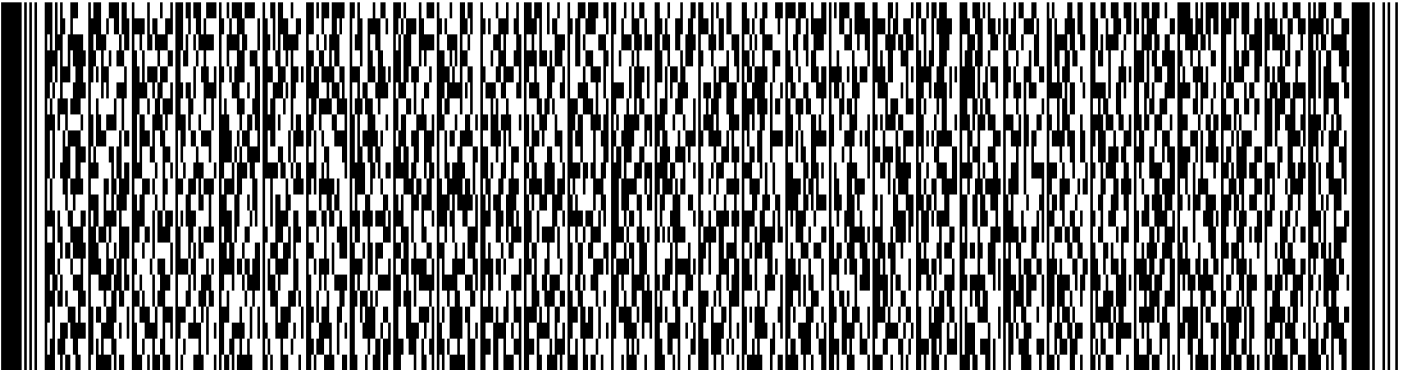
Debtor's Name Voyager Digital Holdings, Inc.

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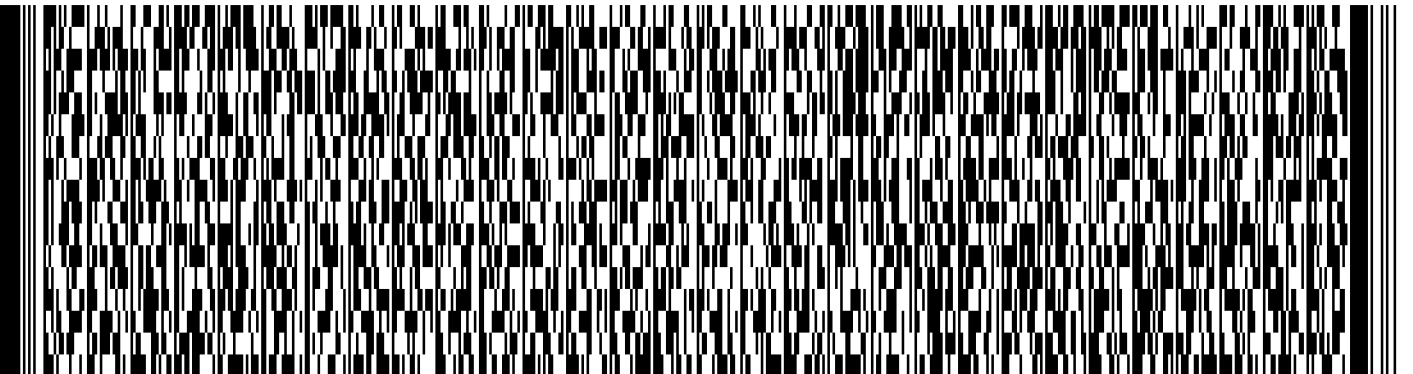
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Bankruptcy51to100



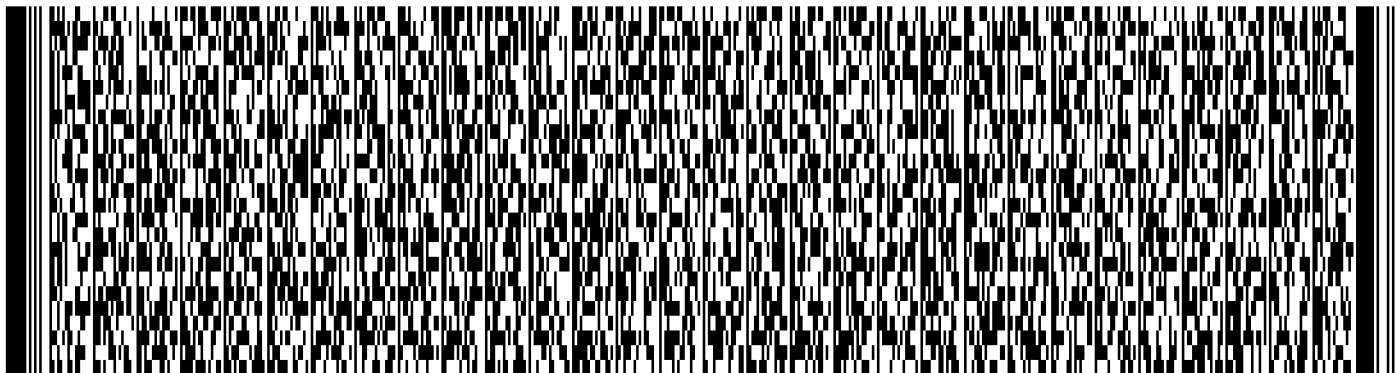
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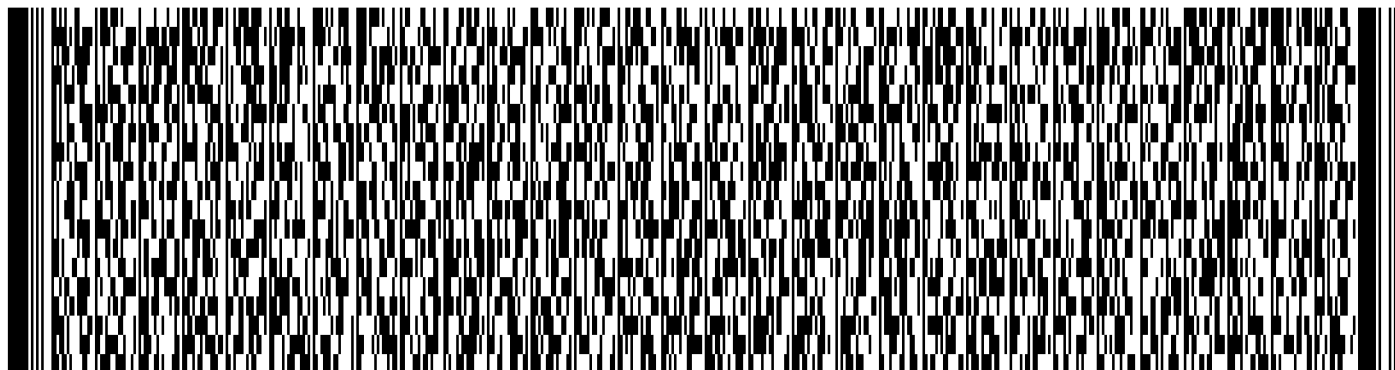
NonBankruptcy51to100

Debtor's Name Voyager Digital Holdings, Inc.

Case No. 22-10943



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Voyager Digital Holdings, Inc.
Debtor

Case No. 22-10943
Reporting Period: May 1 - 19, 2023

MONTHLY OPERATING REPORT
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Voyager Digital Holdings, Inc.
Debtor

Case No. 22-10943
Reporting Period: May 1 - 19, 2023

MONTHLY OPERATING REPORT

Notes to the Monthly Operating Report

This report includes activity from the following Debtors and their related Case Numbers:

Debtor	Case Number
Voyager Digital Holdings, Inc.	22-10943

Notes to the MOR:

On July 5th, 2022 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 6, 2022, the court entered an order [Docket No. 18] authorizing joint administration and procedural consolidation of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On July 19, 2022, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors (the "Creditors Committee") [Docket No. 102]. On April 10, 2023 a fee examiner was appointed [Docket No. 1277]. On May 19, 2023, the Debtor's confirmed plan went effective. As such, this Monthly Operating Report covers the pre-effective period of May 1, 2023 - May 19, 2023 and will serve as the final Monthly Operating Report.

The Debtors are filing their Monthly Operating Report solely for the purposes of complying with the monthly operating reporting requirements applicable in the Debtors' chapter 11 cases. The financial and supplemental information contained herein is presented on a preliminary and unaudited basis, remains subject to future adjustments and may not comply in all material respects with generally accepted accounting principles in the United States of America ("U.S. GAAP") or International Financial Reporting Standards ("IFRS"). This Monthly Operating Report should not be relied on by any persons for information relating to future financial conditions, events, or performance of any of the Debtors or their affiliates.

The financial information has been derived from the books and records of the Debtors. This information, however, has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. GAAP or IFRS, and upon application of such procedures, the Debtors believe that the financial information could be subject to changes, which could be material. The information furnished in this report includes primarily normal recurring adjustments, but does not include all adjustments that would typically be made for financial statements prepared in accordance with U.S. GAAP or IFRS. The preparation of the Financial Statements and MOR required the Debtors to make commercially reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities at month end, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from such estimates.

The Debtors reserve all rights to amend or supplement this Monthly Operating Report in all respects, as may be necessary or appropriate. Nothing contained in this Monthly Operating Report shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.

Debtor Full-Time Employees:

This MOR includes the number of full time employees as of the Petition Date and May 19th, 2023. These figures will differ from employee totals in the Supplemental Declaration of Stephen Ehrlich [Docket No. 329] due to the exclusion of 32 part time employees from this MOR. Further, headcount noted within this MOR exclude contractors based in LATAM.

Voyager Digital Holdings, Inc.
Debtor

Case No. 22-10943
Reporting Period: May 1 - 19, 2023

MONTHLY OPERATING REPORT

Notes to the Monthly Operating Report

This report includes activity from the following Debtors and their related Case Numbers:

Debtor	Case Number
Voyager Digital Holdings, Inc.	22-10943

Notes to the MOR:

Notes to MOR Part 1:

The Debtors are party to certain prepetition loan agreements regarding certain compensation-related tax issues. The terms of those agreements provide for the cancellation of the loans over time if certain conditions are satisfied. The agreements further provide that if the cancellation occurs under certain circumstances, the Debtors will make tax payments for the benefit of the loan agreement counterparties. Due to a year-end miscommunication, the Debtors treated a portion of the loans as having been cancelled and made associated tax payments. Such tax payments were potentially premature. The agreements were addressed as part of the wind-down budget and employee transition plans described in the disclosure statement and plan supplement in connection with confirmation. The Debtors' rights are reserved in the event that the plan is not ultimately consummated.

Cash receipts and disbursements related to intercompany transfers among the debtors are included within total cash receipts on the U.S. Trustee form.

Notes to MOR Part 2 & MOR Part 4:

The information contained in MOR Part 2 & MOR Part 4 is provided to fulfill the requirements of the Office of the United States Trustee. All information contained in MOR Part 2 & MOR Part 4 is unaudited and subject to future adjustment.

Notes to MOR Part 5:

The Debtors have received approval to pay bankruptcy or non-bankruptcy professionals in the month of May 2023. As such, applicable invoices from bankruptcy professionals were paid when due.

Notes to MOR Part 6:

The Debtors have received approval to pay prepetition tax and fee obligations, including, without limitation, sales, use, franchise, and income taxes as well as other governmental taxes, fees, and assessment due in the normal course of business through certain First Day Motions. As such, the applicable taxes had been paid when due except for amounts that are in dispute, if any.

The Debtors are current on post-petition payables, taking into consideration pending credits and adjustments and disputes that arise in the ordinary course of business.

Voyager Digital Holdings, Inc.
Debtor

Case No. 22-10943
Reporting Period: May 1 - 19, 2023

PART 1
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Debtor name:		Voyager Digital Holdings, Inc.
Case number:		22-10943
CASH BEGINNING OF MONTH		1,091,067
RECEIPTS		
Dividends from Investments ¹		51,358
Interest Income		-
Proceeds from Sale of Investments		-
Miscellaneous Receipts		-
TOTAL RECEIPTS²		51,358
DISBURSEMENTS		
Salaries & Wages		492,452
Employees Benefits		74,510
Software and Infrastructure		480,614
3rd Party Consultants		22,345
Other Operating Items		115,835
Bankruptcy Professional Fees		5,360,755
Other Non-Operating		500,000
TOTAL DISBURSEMENTS		7,046,510
TRANSFERS		
Transfer from 1405		7,000,000
TOTAL TRANSFERS		7,000,000
NET CASH FLOW		
(RECEIPTS LESS DISBURSEMENTS)		4,848
CASH END OF MONTH		
		1,095,915

(1) Voyager received a dividend from Fundstrat for Q1 of 2023

(2) The U.S. Trustee form displays total receipts as net of transfers in or out of Voyager debtor entities.

Voyager Digital Holdings, Inc.
Debtor

Case No. 22-10943
Reporting Period: May 1 - 19, 2023

PART 2
BALANCE SHEET (UNAUDITED)

Debtor name:	Voyager Digital Holdings, Inc.
Case number:	22-10943
Line item	Current Period
ASSETS	
Cash and cash equivalents	1,095,915
Restricted cash	-
Cash held for customers	-
Crypto assets held	-
Crypto assets loaned	-
Crypto assets collateral received	-
Other current assets	877,045
TOTAL CURRENT ASSETS	1,972,960
Investments in subsidiaries	76,392,720
Due from (to) related parties	17,661,030
Goodwill and intangible assets	-
Other non-current assets	9,077,578
TOTAL ASSETS	105,104,289
LIABILITIES AND EQUITY	
Crypto assets payable to customers	-
Crypto assets collateral payable	-
Crypto assets borrowed	75,000,000
Warrant liability	-
Other current liabilities	28,602,533
TOTAL CURRENT LIABILITIES	103,602,533
Other non-current liabilities	-
TOTAL LIABILITIES	103,602,533
Share capital	75,818,396
Treasury shares	-
Share-based payments reserve	-
Warrant reserve	-
Other comprehensive loss	-
Retained deficit	(74,316,640)
TOTAL EQUITY	1,501,756
TOTAL LIABILITIES & EQUITY	105,104,289

Voyager Digital Holdings, Inc.
Debtor

Case No. 22-10943
Reporting Period: May 1 - 19, 2023

PART 4
STATEMENT OF OPERATIONS (UNAUDITED)

Debtor name:	Voyager Digital Holdings, Inc.
Case number:	22-10943
Line Item	Current period
REVENUES	
Fee from crypto assets loaned	-
Staking revenue	-
TOTAL REVENUES	-
EXPENSES	
Cost of revenue	-
Compensation and employee benefits	-
Share-based payments	-
Professional and consulting fees	13,117,890
Marketing and sales	-
General and administrative	1,226,214
Depreciation & amortization	-
TOTAL EXPENSES	14,344,104
INCOME (LOSS) BEFORE OTHER INCOME (LOSS)	(14,344,104)
OTHER INCOME (LOSS)	
Interest income from related party	541,187
Change in fair value of crypto assets held	-
Fees on crypto assets borrowed	-
Interest expense from related party	(43,295)
Taxes	-
Other income (expense)	-
TOTAL OTHER INCOME (LOSS)	497,892
NET INCOME (LOSS)	(13,846,212)

Voyager Digital Holdings, Inc.
Debtor

Case No. 22-10943
Reporting Period: May 1 - 19, 2023

SCHEDULE OF PAYMENTS MADE TO INSIDERS

Insider Name	Current Title	May Payments	Cumulative Payments
Ashwin Prithipaul	Chief Financial Officer	0.00	127,252.31
Daniel Costantino	Chief Information Security Officer	0.00	90,716.09
David Brosgol	General Counsel	14,690.06	308,423.84
Evan Psaropoulos	Chief Commercial Officer	14,705.26	237,387.73
Gerard Hanshe	Chief Operating Officer	11,458.33	242,900.43
Janice Barrilleaux	Chief Administrative Officer	7,541.67	157,678.92
Marshall Jensen	Head of Corporate Development	12,500.00	263,582.11
Matt Ray	Director	30,000.00	300,000.00
Pam Kramer	Chief Marketing Officer	13,750.00	295,131.54
Philip Eytan	Chief Strategy Officer	0.00	8,781.11
Rakesh Gidwani	Chief Technology Officer	0.00	156,030.79
Scott Vogel	Director	30,000.00	300,000.00
Stephen Ehrlich	Chief Executive Officer	14,583.33	328,856.74
Total		149,228.65	2,816,741.61

Voyager Digital Holdings, Inc.
Debtor

Case No. 22-10943
Reporting Period: May 1 - 19, 2023

BANK ACCOUNTS

Debtor name:	Bank name	Account type	Account number (last four digits)	Period-end bank balance	Currency
Voyager Digital Holdings Inc.	Citizens Bank	Operating Account	1413	1,095,914.88	USD
TOTAL BANK BALANCE (USD)				1,095,914.88	USD